

RECORDATION NO 20736-C FILED

MAR 27 '98

2-30PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

March 27, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Termination and Release (Amtrak Trust 98-A), dated as of March 15, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Interim Use Agreement previously filed with the Board under Recordation Number 20736.

The names and addresses of the parties to the enclosed document are:

Manufacturer: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

A description of the railroad equipment covered by the enclosed document is set forth on Annex A attached to the Release.

Counter Part -

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SURFACE TRANSPORTATION
BOARD

Vernon A. Williams
March 27, 1998
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

TERMINATION AND RELEASE
(AMTRAK TRUST 98-A)

MAR 27 '98 2-30 PM

This TERMINATION AND RELEASE (AMTRAK TRUST 98-A) dated as of March 15, 1998 (the "*Termination and Release*") is made by GENERAL ELECTRIC COMPANY, a New York corporation (the "*Manufacturer*").

WITNESSETH:

WHEREAS, the Manufacturer has entered into an Agreement dated as of June 1, 1997 ("*Interim Use Agreement*"), with NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("*Amtrak*"), which Agreement has been filed and recorded on June 26, 1997 at 3:00 P.M. with the Surface Transportation Board and has been assigned recordation No. 20736;

WHEREAS, pursuant to the Interim Use Agreement, the Manufacturer has delivered to Amtrak the eight (8) General Electric P32 ACDM dual mode diesel locomotives which are more specifically described by road number in Annex A attached hereto (collectively, the "*Locomotives*");

WHEREAS, pursuant to the Interim Use Agreement, the Manufacturer retained title to the Locomotives for purposes of securing, among other things, payment in full of the purchase price of the Locomotives;

WHEREAS, on the date hereof, FIRST UNION NATIONAL BANK, a national banking association, as Owner Trustee under that certain Trust Agreement (Amtrak Trust 98-A) dated as of March 15, 1998 ("*Owner Trustee*"), has made arrangements satisfactory to the Manufacturer for the purchase and payment in full of the purchase price by Owner Trustee for the Locomotives; and

WHEREAS, on the date hereof, the Manufacturer has delivered to Amtrak, against receipt of such purchase price, a Manufacturer's Bill of Sale (Amtrak Trust 98-A) with respect to the Locomotives and Amtrak has delivered to Owner Trustee, against payment of such purchase price as directed by Amtrak, a Bill of Sale (Amtrak Trust 98-A) with respect to the Locomotives.

NOW, THEREFORE, the Manufacturer agrees as follows:

Section 1. Definitions. All terms used and not otherwise defined herein shall have the respective meanings provided in the Interim User Agreement.

Section 2. Termination and Release of the Locomotives. All right, title and interest of the Manufacturer in and to the Locomotives described on Annex A hereto is hereby released. The Interim Use Agreement shall remain in full force and effect with

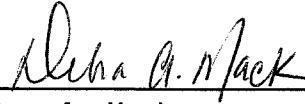
respect to all Locomotives (as defined in the Interim Use Agreement) not specifically described on Annex A hereto.

Section 3. Further Assurances. The Manufacturer hereby agrees to execute and deliver to the Owner Trustee, at the Owner Trustee's cost and expense, such additional instruments, notices, releases or certificates as the Owner Trustee may reasonably request to effectuate the foregoing provisions of this Termination and Release.

IN WITNESS WHEREOF, the Manufacturer has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

GENERAL ELECTRIC COMPANY

By:



Name:

Debra A. Mack

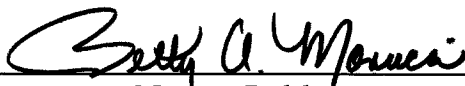
Title:

Manager, Finance - Off Highway &
Passenger Rail Group

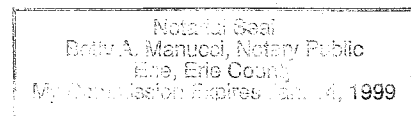
AMTRAK TRUST 98-A

STATE OF PENNSYLVANIA)
) ss
COUNTY OF ERIE)

On this, the 23rd day of March, 1998, before me personally appeared Debra A. Mack, to me personally known, who, being by me duly sworn, says that she is Manager, Finance - Off Highway & Passenger Rail Group of the Transportation Systems Business Operations of General Electric Company, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors , and she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public



Annex A to
Termination and Release

LOCOMOTIVES

<u>Description</u>	<u>Amtrak Equipment Numbers</u>	<u>General Electric Serial Numbers</u>
Eight (8) General Electric P32 ACDM dual mode diesel locomotives	710 through 717, inclusive	50190 through 50197, inclusive